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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
: Case No. 18-23538 (RDD)
In re: :
: Chapter 11
SEARS HOLDINGS CORPORATION, et al.,¹ :
: (Jointly Administered)
Debtors. :
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**RESPONSE TO DEBTORS' NINTH OMNIBUS OBJECTION TO
PROOFS OF CLAIM (RECLASSIFICATION AS GENERAL UNSECURED CLAIMS)
[DKT. 5236] AS TO ROBERT J. CLANCEY, LTD.**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Robert J. Clancey, Ltd. (“RJC”), by and through its undersigned counsel, hereby files its response to Debtors’ Ninth Omnibus Objection To Proofs of Claim (Reclassification as General Unsecured Claims) (the “Objection”), and states as follows:

1. On October 15, 2018 (the “Petition Date”), the above-captioned Debtors filed voluntary cases under Chapter 11 of the United States Code (the “Bankruptcy Code”).

2. On November 8, 2018, RJC filed with this Court its Proof of Claim [number 4473] (“RJC Claim No.1”) in the amount of \$6,284.49, and asserted that \$769.78 of this claim is entitled to administrative priority pursuant to 11 U.S.C. §503(b)(9). A true and correct copy of the relevant portion of RFJ Claim No.1 is attached hereto as Exhibit “A.” A true and correct copy of the complete filed-version of RJC Claim No.1 is can be found at <https://restructuring.primeclerk.com/sears/Home-ClaimInfo>, which is the official website of the claims agent, Prime Clerk.

3. On November 8, 2019, RJC with this Court its Proof of Claim [numbers 4430/11096] (“RJC Claim No.2”), in the amount of \$126,182.09, and asserted that \$39,235.23 of this claim is entitled to administrative priority pursuant to 11 U.S.C. §503(b)(9). A true and correct copy of the relevant portion of RFJ Claim No.2 is attached hereto as Exhibit “B.” A true and correct copy of the complete filed-version of RJC Claim No.2 is can be found at <https://restructuring.primeclerk.com/sears/Home-ClaimInfo>, which is the official website of the claims agent, Prime Clerk.

4. On September 26, 2019, the Debtors objected [Dkt. no. 5236] to the 503(b)(9) portion of Claim No.1 and Claim No.2, alleging that they relate to goods received by the Debtors outside the applicable 20-day window.

5. Attached to Claim No.1 and Claim No.2 are true and correct copies of spreadsheets and documents, including packing lists, invoices and delivery receipts, identifying the goods shipped to the Debtors within 20 days prior to the Petition Date which, to the best of the knowledge of RJC and based on the history of shipping practices between the Debtors and RJC, were received by the Debtors within the required 20-day window for purposes of Section 503(b)(9) of the Bankruptcy Code. Proof of goods shipped by RJC and received by Sears on the Island of O'ahu within 20 days of the Petition Date are evidenced by the signatures of Sears' authorized representative on the Packing List before each applicable invoice. Proof of goods shipped by RJC and received by Sears on the Islands of Hawai'i and Maui within 20 days of the Petition Date are evidenced by a separate "Delivery Receipt" document containing the signatures of Sears' authorized representative.

6. Thus, payment for such goods is an administrative expense priority claim under Section 503(b)(9) of the Bankruptcy Code.

6. Accordingly, the Court should deny the Debtors' objection seeking to reclassify the RJC Claims as an unsecured claim.

Dated: Honolulu, Hawai'i, October 14, 2019.

Respectfully submitted,

/s/ Johnathan C. Bolton
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